

Concept

Versie:
3 augustus
2007

**UNOFFICIAL TRANSLATION
AMENDMENT OF THE ARTICLES OF ASSOCIATION**

This day, the _____, there appeared before me, mr. Arthur Petrus Christoffel Charles de Cooker, civil-law notary officiating in Eindhoven:

_____ [appearer]

The person appearing declared:

- a. by deed, executed on the twenty-ninth day of December, two thousand and five, before mr. A.P.C.C. de Cooker, civil law notary officiating in Eindhoven, the public company **NAVIGATOR Special Situation N.V.**, having its corporate seat in Amsterdam, was incorporated; the ministerial certificate of no objection was granted on the sixteenth day of December, two thousand and five, number N.V. 1351529, hereinafter to be referred to as "the Company";
- b. after the incorporation, the Articles of Association of the Company were amended by deed, executed on the nineteenth day of April two thousand and six, before aforementioned mr. De Cooker; the ministerial certificate of no objection was granted on the twelfth day of April, two thousand and six, number N.V. 1351529, on which occasion the name of the Company was changed into **Nanoventure N.V.**;
- c. at the extraordinary General Meeting of Shareholders, held in Eindhoven, on the _____ day of August, two thousand and seven, it was resolved to amend the Articles of Association of the Company in part and to lay them down anew;
- d. at the General Meeting of Shareholders referred to above he, the person appearing, was authorised in connection with the said amendment of the Articles of Association to apply for the certificate as referred to in section 125 of Book 2 of the Civil Code, to make such changes in the deed of amendment of the Articles of Association as should be necessary to acquire that certificate, to have the deed executed and to sign it and furthermore to do everything in respect of the said matter that she should deem desirable, necessary or useful, everything with the power of substitution;
- e. the proceedings at the said General Meeting of Shareholders are evidenced by the minutes of that meeting, a copy of which will be attached to this deed;
- f. the ministerial certificate of no objection was granted by the Ministry of Justice on the _____ day of _____, number N.V. 1351529, which certificate will be attached to this deed.

To carry out the above, the person appearing stated that she was now amending the Articles of Association of the Company as follows:

Article 2 will be amended as follows:

The authorised share capital of the Company amounts to: **two million nine hundred forty-thousand euro (€ 2,940,000.00)** and is divided into two hundred ninety-four million (294,000,000) shares, each share having a par value of one eurocent (€ 0.01).



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The person appearing is known to me, civil law notary.

WHEREOF AN ORIGINAL DEED

was executed in Eindhoven on the date mentioned at the head of this deed. After the gist and explanation of this deed had been stated to the person appearing she declared that she had taken note of the content of this deed in time and did not desire it to be read out in full. Subsequently, after being read out in part, this deed was signed by the person appearing, and me, civil law notary.